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REGORDATION NO. 24541 FILED

AUG 01 '03 11-29 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

August 1, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of July 24, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Citizens Leasing Corporation
One Citizens Plaza
189 Canal Street
Providence, RI 02903

Lessee:

Soo Line Railroad Company
501 Marquette Avenue, Suite 1700
Minneapolis, MN 55402

Guarantor:

Canadian Pacific Railway Company
Gulf Canada Square
401 – 9th Avenue SW
Calgary Alberta T2P 4Z4

BALL JANIK LLP

Honorable Vernon A. Williams
August 1, 2003
Page 2

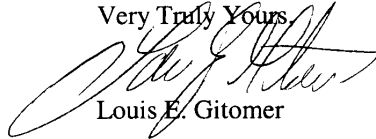
A description of the equipment covered by the Memorandum of Lease Agreement consists of 115 Riserless Deck Centerbeam Railcars numbered AOK 27318, 27323, 27326-27329, inclusive, 27332, 27333, 27336-273438, inclusive, and 27441-27444, inclusive.

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Citizens Leasing Corporation, One Citizens Plaza, 189 Canal Street, Providence, RI 02903, Soo Line Railroad Company, 501 Marquette Avenue, Suite 1700, Minneapolis, MN 55402, and Canadian Pacific Railway Company, Gulf Canada Square, 401 – 9th Avenue SW, Calgary Alberta T2P 4Z4, covering 115 Riserless Deck Centerbeam Railcars numbered AOK 27318, 27323, 27326-27329, inclusive, 27332, 27333, 27336-273438, inclusive, and 27441-27444, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 24541 FILED

AUG 01 '03 11-29 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of July 24, 2003

among

SOO LINE RAILROAD COMPANY,
as Lessee,

and

CANADIAN PACIFIC RAILWAY COMPANY,
as Guarantor,

and

CITIZENS LEASING CORPORATION,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, _____ at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 24, 2003, by and among CITIZENS LEASING CORPORATION ("Lessor") and SOO LINE RAILROAD COMPANY ("Lessee") and CANADIAN PACIFIC RAILWAY COMPANY ("Guarantor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Railcar Lease Agreement dated May 30, 2003 between LaSalle National Leasing Corporation, as lessor and Lessee, as lessee, and Equipment Schedule No. Citizens-1 thereto, dated as of July 24, 2003 between Lessor and Lessee (together with all of the riders, schedules and other attachments to any of the foregoing, collectively, the "Lease").


2. The Lease (solely as it relates to Equipment Schedule No. Citizens-1 thereto) shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. Guarantor has agreed to guaranty all of Lessee's obligations now or hereafter arising under the Lease with respect to such railcars as set forth in that certain Master Railcar Lease Guaranty dated May 30, 2003 (the "Guaranty") by Guarantor in favor of Lessor (as assignee of LaSalle National Leasing Corporation with respect to Equipment Schedule No. Citizens-1). The Guaranty (solely as it relates to Equipment Schedule No. Citizens-1) shall be effective as of the date hereof.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

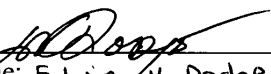
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

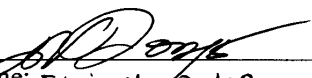
CITIZENS LEASING CORPORATION

By: 
Name: DAVID J COUTU
Title: VICE PRESIDENT

SOO LINE RAILROAD COMPANY

By: 
Name: Edwin V. Dodge
Title: President + Chief Executive Officer

CANADIAN PACIFIC RAILWAY COMPANY

By: 
Name: Edwin V. Dodge
Title: Executive Vice President + Chief operating Officer

STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

On this 24th day of July, 2003, before me appeared David J. Coore, the person who signed this instrument, who acknowledged that (s)he is the Vice President of CITIZENS LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Linda J. Sumner
Notary Public

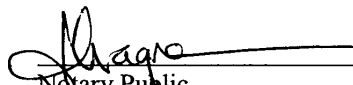
My commission expires:

LINDA J. SIMEONE
Notary Public - Rhode Island
My Commission Expires November 20, 2006

PROVINCE OF Alberta)
) ss.
Canada)

On this 24th day of July, 2003, before me appeared Edwin V. Dodge, the person who signed this instrument, who acknowledged that he is the President & Chief Executive Officer of Soo Line Railroad Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public
Jamie Gagner
Barrister & Solicitor

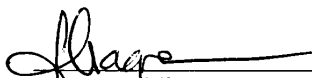
ja My commission expires *Li*

, _____

PROVINCE OF Alberta)
) ss.
Canada)

On this 24th day of July, 2003, before me appeared Edwin V. Dodge, the person who signed this instrument, who acknowledged that he is the Executive Vice President & Chief Operating Officer of Canadian Pacific Railway Company and that, being duly authorized, he signed such instrument as a fee act on behalf of said corporation.

[SEAL]



Notary Public
Jamie Gagner
Barrister and Solicitor

h ~~My commission expires:~~ *tu*

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING NUMBERS

115 Riserless Deck Centerbeam Railcars with the following reporting numbers:

| | | |
|-----------|-----------|-----------|
| AOK 27318 | AOK 27378 | AOK 27428 |
| AOK 27323 | AOK 27379 | AOK 27429 |
| AOK 27326 | AOK 27380 | AOK 27430 |
| AOK 27327 | AOK 27381 | AOK 27431 |
| AOK 27328 | AOK 27382 | AOK 27432 |
| AOK 27329 | AOK 27383 | AOK 27433 |
| AOK 27332 | AOK 27384 | AOK 27434 |
| AOK 27333 | AOK 27385 | AOK 27435 |
| AOK 27336 | AOK 27386 | AOK 27436 |
| AOK 27337 | AOK 27387 | AOK 27437 |
| AOK 27338 | AOK 27388 | AOK 27438 |
| AOK 27339 | AOK 27389 | AOK 27441 |
| AOK 27340 | AOK 27390 | AOK 27442 |
| AOK 27341 | AOK 27391 | AOK 27443 |
| AOK 27342 | AOK 27392 | AOK 27444 |
| AOK 27343 | AOK 27393 | |
| AOK 27344 | AOK 27394 | |
| AOK 27345 | AOK 27395 | |
| AOK 27346 | AOK 27396 | |
| AOK 27347 | AOK 27397 | |
| AOK 27348 | AOK 27398 | |
| AOK 27349 | AOK 27399 | |
| AOK 27350 | AOK 27400 | |
| AOK 27351 | AOK 27401 | |
| AOK 27352 | AOK 27402 | |
| AOK 27353 | AOK 27403 | |
| AOK 27354 | AOK 27404 | |
| AOK 27355 | AOK 27405 | |
| AOK 27356 | AOK 27406 | |
| AOK 27357 | AOK 27407 | |
| AOK 27358 | AOK 27408 | |
| AOK 27359 | AOK 27409 | |
| AOK 27360 | AOK 27410 | |
| AOK 27361 | AOK 27411 | |
| AOK 27362 | AOK 27412 | |
| AOK 27363 | AOK 27413 | |
| AOK 27364 | AOK 27414 | |
| AOK 27365 | AOK 27415 | |
| AOK 27366 | AOK 27416 | |
| AOK 27367 | AOK 27417 | |
| AOK 27368 | AOK 27418 | |
| AOK 27369 | AOK 27419 | |
| AOK 27370 | AOK 27420 | |
| AOK 27371 | AOK 27421 | |
| AOK 27372 | AOK 27422 | |
| AOK 27373 | AOK 27423 | |
| AOK 27374 | AOK 27424 | |
| AOK 27375 | AOK 27425 | |
| AOK 27376 | AOK 27426 | |
| AOK 27377 | AOK 27427 | |